

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SAMUEL T. COHEN, derivatively and on behalf of BEAR STEARNS COMPANIES, INC.,	:	
Plaintiff,	:	07 CV 10453 (RMB)
vs.	:	
BEAR STEARNS COMPANIES, INC., <u>et al.</u> ,	:	<b>STIPULATION AND AGREED ORDER FOR SUBSTITUTION OF COUNSEL</b>
Defendants.	:	

WHEREAS, on November 19, 2007, this action (the "Action") was commenced against The Bear Stearns Companies, Inc. (the "Company") and certain individuals including James E. Cayne, Jeffrey M. Farber, Alan C. Greenberg, Jeffrey Mayer, Michael Minikes, Samuel L. Molinaro, Alan D. Schwartz and Warren J. Spector (collectively, the "Certain Individuals"); and

WHEREAS, an Amended Complaint was filed in this action on March 3, 2008; and

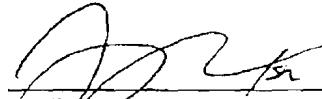
WHEREAS, Defendants' motion to dismiss the Amended Complaint is due on or before May 12, 2008; and

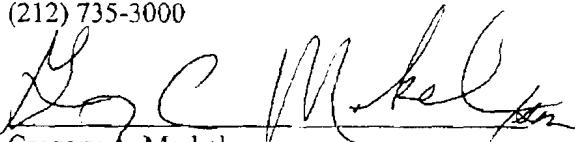
WHEREAS, Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps") has represented the Company and the Certain Individuals in the Action; and

WHEREAS, Skadden, Arps and the Company and Certain Individuals have agreed that Skadden, Arps may withdraw as counsel in the Action and be substituted as counsel of record by Cadwalader, Wickersham & Taft LLP ("Cadwalader").

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned, that Cadwalader be substituted in the place of Skadden, Arps as counsel of record for the Company and Certain Individuals.

Dated: March 16, 2008  
New York, New York

  
\_\_\_\_\_  
Jay B. Kasner  
Scott D. Musoff  
SKADDEN, ARPS, SLATE, MEACHER  
& FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000

  
\_\_\_\_\_  
Gregory A. Markel  
CADWALADER, WICKERSHAM & TAFT LLP  
One World Financial Center  
New York, NY 10281  
(212) 504-6000

SO ORDERED  
ICMB  
\_\_\_\_\_  
U.S.D.J.

March 17, 2008  
New York, New York